

MDI ENTERTAINMENT INC  
Form SC TO-T/A  
December 20, 2002

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### SCHEDULE TO/A-2

(Rule 14d-100)

Tender Offer Statement Under Section 14(d)(1)  
or Section 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 2)

**MDI Entertainment, Inc.**

(Name of Subject Company (Issuer))

**Blue Suede Acquisition Corp.,**

a wholly-owned subsidiary of Scientific Games International, Inc.  
and

**Scientific Games International, Inc.**

a wholly-owned subsidiary of Scientific Games Corporation  
(Name of Filing Persons (Offeror))

**Common Stock, Par Value \$0.001 Per Share**

(Title of Class of Securities)

**552685109**

(CUSIP Number of Class of Securities)

**Martin E. Schloss, Esq.**

**Vice President, General Counsel**

**Scientific Games Corporation**

**750 Lexington Avenue**

**New York, New York 10022**

**(212) 754-2233**

(Name, address and telephone number of person authorized to receive  
notices and communications on behalf of filing persons)

With Copy to:

**M. Timothy Elder, Esq.**

**Smith, Gambrell & Russell, LLP**

**Promenade II, Suite 3100**

**Atlanta GA 30309-3592**

**(404) 815-3500**

#### CALCULATION OF FILING FEE

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Transaction Valuation\*:

Amount of Filing Fee\*\*+:

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Transaction Valuation*:	Amount of Filing Fee**+:
\$18,902,926.40	\$1,739.07

- \* Estimated for purposes of calculating the amount of the filing fee only. The calculation of the transaction valuation assumes the purchase of 11,814,329 outstanding shares of common stock of MDI Entertainment, Inc. at a purchase price of \$1.60 per share.
- \*\* The amount of the filing fee calculated in accordance with Rule 0-11(d) of the Securities Exchange Act of 1934, as amended, equals 92/1,000,000 of the transaction value.
- + Previously paid.
- o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount previously paid: Form or registration no.:  
Filing Party: Date Filed:

- o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
- Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Tender Offer Statement on Schedule TO (this "Statement") relates to the offer by Blue Suede Acquisition Corp., a Delaware corporation (the "Purchaser") and a wholly owned subsidiary of Scientific Games International, Inc., a Delaware corporation (the "Parent"), to purchase all the issued and outstanding shares of common stock, par value \$0.001 per share (the "Shares"), of MDI Entertainment, Inc., a Delaware corporation (the "Company"), at a purchase price of \$1.60 per share, net to the seller in cash. The terms and conditions of the offer are described in the Offer to Purchase, dated Tuesday, November 26, 2002, as amended on December 13, 2002 and December 20, 2002 (the "Offer to Purchase"), a copy of which is filed as Exhibit (a)(1)(A) hereto, and the related Letter of Transmittal and the instructions thereto, a copy of which is filed as Exhibit (a)(1)(B) hereto (which, as they may be amended or supplemented from time to time, together constitute the "Offer").

Pursuant to General Instruction F to Schedule TO, the information contained in the Offer to Purchase, including all schedules and annexes thereto, is hereby expressly incorporated herein by reference in response to Items 1 through 11 of this Statement and is supplemented by the information specifically provided herein.

**ITEM 4. Terms of the Transaction.**

Item 4 of the Schedule TO is hereby amended by reference to the amendments to Section 13 and Section 14 of the Offer to Purchase, as shown in the marked text to the Offer to Purchase filed herewith as Exhibit (A)(1) and incorporated herein by reference.

**ITEM 5. Past Contacts, Transactions, Negotiations and Agreements.**

Item 5 of the Schedule TO is hereby amended by reference to the amendments to Section 11 of the Offer to Purchase, as shown in the marked text to the Offer to Purchase filed herewith as Exhibit (A)(1) and incorporated herein by reference.

**ITEM 6. Purposes of the Transaction and Plans or Proposals.**

Item 6 of the Schedule TO is hereby amended by the amendments to Section 13 and Section 14 of the Offer to Purchase, as shown in the marked text to the Offer to Purchase filed herewith as Exhibit (A)(1) and incorporated herein by reference.

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**ITEM 12. Exhibits.**

- (a)(1)(A) Offer to Purchase, as further amended and marked to show changes from Exhibit(a)(1)(A) filed on December 13, 2002.
- (a)(1)(B)\* Letter of Transmittal.
- (a)(1)(C)\* Notice of Guaranteed Delivery.
- (a)(1)(D)\* Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(E)\* Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(F)\* Guidelines for Certification of Taxpayer Identification Number (TIN) on Substitute W-9.
- (a)(5)(A)\* Joint Press Release issued by Scientific Games International, Inc. and MDI Entertainment, Inc. on November 19, 2002, filed under cover of the Schedule TO filed by Scientific Games Corporation, Inc. on November 19, 2002, and incorporated herein by reference.
- (a)(5)(B)\* Summary Advertisement as published in The New York Times on November 26, 2002.
- (a)(5)(C)\* Press Release issued by Scientific Games International, Inc. on November 26, 2002.
- (d)(1)\* Agreement and Plan of Merger, dated as of November 19, 2002, by and among Scientific Games International, Inc., Blue Suede Acquisition Corp. and MDI Entertainment, Inc.
- (d)(1)-2\*\* First Amendment to Agreement and Plan of Merger dated December 13, 2002 by and among Scientific Games International, Inc., Blue Suede Acquisition Corp. and MDI Entertainment, Inc.
- (d)(1)-3 Second Amendment to Agreement and Plan of Merger dated December 20, 2002 by and among Scientific Games International, Inc., Blue Suede Acquisition Corp. and MDI Entertainment, Inc.
- (d)(2) Stock Purchase Agreement, dated as of November 19, 2002, by and among Scientific Games International, Inc., Blue Suede Acquisition Corp. and Steven M. Saferin (incorporated by reference to MDI Entertainment, Inc.'s Current Report on Form 8-K filed November 20, 2002).
- (d)(3)\* Employment Agreement, dated November 19, 2002, by and between Scientific Games International, Inc. and Steven M. Saferin.
- (d)(4)\* Non-Compete Agreement, dated as of November 19, 2002, by and among Scientific Games International, Inc., Blue Suede Acquisition Corp. and Steven M. Saferin.
- (d)(5)\* Mutual Confidentiality Agreement, dated February 28, 2002, by and between Scientific Games International, Inc. and MDI Entertainment, Inc.

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\*  
Filed as an exhibit to Offeror's Schedule TO filed November 26, 2002.

\*\*  
Filed as an exhibit to Offeror's Schedule TO-A filed December 13, 2002.

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**SIGNATURE**

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After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

### SCIENTIFIC GAMES CORPORATION

By: /s/ MARTIN E. SCHLOSS  
\_\_\_\_\_

Name: Martin E. Schloss  
Title: Vice President, General Counsel

### SCIENTIFIC GAMES INTERNATIONAL, INC.

By: /s/ C. GRAY BETHEA, JR.  
\_\_\_\_\_

Name: C. Gray Bethea, Jr.  
Title: Vice President, Secretary and General Counsel

### BLUE SUEDE ACQUISITION CORP.

By: /s/ C. GRAY BETHEA, JR.  
\_\_\_\_\_

Name: C. Gray Bethea, Jr.  
Title: Vice President

Date: December 20, 2002

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## EXHIBIT INDEX

### EXHIBIT NO.

### DESCRIPTION

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**EXHIBIT  
NO.**

**DESCRIPTION**

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- (d)(1)-2\*\* First Amendment to Agreement and Plan of Merger dated December 13, 2002 by and among Scientific Games International, Inc., Blue Suede Acquisition Corp. and MDI Entertainment, Inc.
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[SIGNATURE](#)

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